

**Exhibit 1**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**ORDER GRANTING DEBTORS' MOTION FOR AN ORDER PURSUANT TO  
BANKRUPTCY CODE SECTION 105(a) AND BANKRUPTCY RULE 9019  
APPROVING SETTLEMENT AGREEMENT BETWEEN DEBTOR  
GMAC MORTGAGE, LLC AND GVC MORTGAGE, INC.**

Upon the motion, dated October 24, 2013 (the "Motion"),<sup>6</sup> of Residential Capital, LLC and its affiliated debtors in the above-referenced chapter 11 cases (the "Chapter 11 Cases"), as debtors in possession (collectively, the "Debtors"), pursuant to Bankruptcy Code section 105(a) and Bankruptcy Rule 9019 for approval of that certain settlement agreement (the "Settlement Agreement") dated May 14, 2013, entered into between Debtor GMAC Mortgage, LLC, and GVC Mortgage, Inc.; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon consideration of the Laubach Declaration; and due and proper notice of the Settlement Agreement, the Motion and the relief requested therein having been provided to all parties in interest in the Chapter 11 Cases, and no other or further notice being necessary; and the Court having reviewed the Settlement Agreement; and after due deliberation and for good cause shown, it is

<sup>6</sup> Capitalized terms not defined herein have the meanings ascribed to them in the Motion.

ADJUDGED, FOUND AND DETERMINED:

A. The legal and factual bases set forth in the Motion establish just and sufficient cause to grant the relief requested therein.

B. The Settlement Agreement and the transactions contemplated thereby, including the releases given therein, meet the standards established by the Second Circuit for the approval of a compromise and settlement in bankruptcy, and are reasonable, fair and equitable and supported by adequate consideration.

C. The Settlement Agreement and the transactions contemplated thereby, including the releases given therein, are in the best interests of the Debtors, their estates, their creditors, and all other parties in interest.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Motion is granted.

2. Any and all objections to the Motion or the relief requested therein that have not been withdrawn, waived or settled, and all reservations of rights included therein, are hereby overruled on the merits.

3. The Settlement Agreement is hereby approved pursuant to Bankruptcy Rule 9019(a) and the applicable decisional case law, and, pursuant to the terms and conditions of the Settlement Agreement, the Debtors are hereby authorized and directed to take any and all actions as may be necessary to effectuate and implement the Settlement Agreement.

4. This Court shall retain jurisdiction with respect to all matters arising out of or relating to the implementation, interpretation and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE